

This listing of claims will replace all prior versions, and listings, of claims in the application:

LISTING OF CLAIMS:

1. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is $-\text{NH}-\text{C}(\text{O})-\text{NH}-$,

A is a substituted moiety of the formula:



wherein L is ~~[[a]] phenyl, pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl or triazinyl,~~ and L is optionally substituted by halogen, up to per-halo, and W_n, where n is 0-3;

wherein each W is independently selected from the group consisting of C₁-C₅ linear or branched alkyl, C₁-C₅ linear or branched haloalkyl up to ~~perhalo~~ perhaloalkyl, C₁-C₃ alkoxy, C₁-C₃ haloalkoxy up to ~~per-haloalkoxy~~ perhaloalkoxy, hydroxy, amino, C₁-C₃ alkylamino, C₁-C₆ dialkylamino, halogen, -CN, and -NO₂;

L¹ is selected from phenyl, pyridinyl and pyrimidinyl substituted by -C(O)R_x, and comprises a substituted cyclic moiety selected from the group consisting of:

(i) ~~phenyl, naphthyl, pyrrolyl, furyl, thienyl, imidazolyl, pyrazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, pyridinyl and pyrimidinyl, pyrimidinyl, pyridazinyl, pyrazinyl, triazinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl,~~

optionally substituted with 1-3 additional substituents independently selected from the group consisting of R⁷, OR⁷, NR⁷R^{7'}, C(O)R⁷, C(O)OR⁷, C(O)NR⁷R^{7'}, NR⁷C(O)R^{7'}, NR⁷C(O)OR^{7'}, halogen, cyano and nitro;

wherein L¹ is substituted by ~~C(O)R_x~~,

wherein R_x is ~~R_a~~ or NR_aR_b and R_a and R_b are

A) independently

a) hydrogen,

b) C₁-C₁₀ alkyl,

- c) C₃₋₁₀ cycloalkyl, having 0-3 heteroatoms selected from N, S and O
- d) C₆ aryl,
- e) hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, -C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from O, N and S,
- f) substituted C₁₋₁₀ alkyl,
- g) substituted C₃₋₁₀ cycloalkyl, having 0-3 heteroatoms selected from N, S and O,
- h) substituted C₆ aryl,
- i) substituted hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, substituted C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from N, S and O,
- j) -phenylpiperazine(pyridyl) or
- k) -C₂H₄NH(phenyl);

where when R_a and R_b are a substituted group, they are substituted by

- a) halogen up to per halo,
 - b) hydroxy,
 - c) -N(CH₃)₂,
 - d) C₁-C₁₀ alkyl,
 - e) C₁-C₁₀ alkoxy,
 - f) C₃₋₁₂ cycloalkyl, having 1-3 heteroatoms selected from O, N and S,
 - g) halosubstituted C₁₋₆ alkyl, or
 - h) -OSi(Pr-i)₃;
- B) R_a and R_b together form piperazine or a substituted ~~piperazine~~ piperazine with substituents selected from the group consisting of
- a) halogen,

- b) hydroxy,
- c) C₁₋₁₀ alkyl,
- d) C₃₋₁₂ cycloalkyl having 0-3 heteroatoms selected from O, S and N,
- e) hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazoliny, -C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from N, S and O,
- f) C₁₋₁₀ alkoxy,
- g) C₆ aryl,
- h) halo substituted C₁₋₆ alkyl up to per halo alkyl,
- i) halo substituted C₆ aryl up to per halo aryl,
- j) N-(4-acetylphenyl);
- k) halo substituted C₃-C₁₂ cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, and
- l) halo substituted hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazoliny, -C₃-C₁₂ hetaryl up to per halo heteraryl,

or

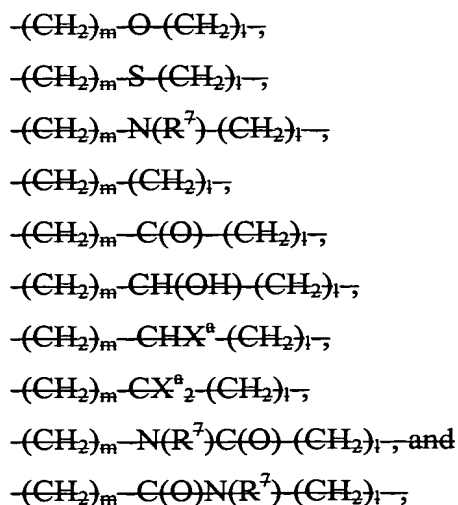
C) one of R_a or R_b is -C(O)- bound to the moiety L¹ to form an isoindoline-1,3-dione structure, isindoline-1,3-dione structure, [[or]] a ~~C₁-divalent~~ C₁-divalent alkylene group or a substituted ~~C₁-divalent~~ C₁-divalent alkylene group bound to the moiety L¹ to form a 1-oxo-isoindoline structure,

wherein the substituents of the substituted C₁ divalent alkylene group are selected from the group consisting of

- a) halogen,
- b) hydroxy,
- c) C₁₋₁₀ alkyl,

- d) C₃₋₁₂ cycloalkyl having 0-3 heteroatoms selected from O, S and N,
- e) hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl and pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from N, S and O,
- f) C₁₋₁₀ alkoxy,
- g) C₆ aryl,
- h) halo substituted C₁₋₆ alkyl up to per halo alkyl,
- i) halo substituted C₆ aryl up to per halo aryl,
- j) halo substituted C_{3-C12} cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, and
- k) halo substituted C_{3-C12} hetaryl up to per halo heteroaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl,

M is selected from the group consisting of oxygen and sulfur;



where m and l are each independently integers of from 1-3, and X^a is halogen; and

B is selected from the group consisting of:

(i) phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R^7 , OR^7 , NR^7R^7 , $C(O)R^7$, $C(O)OR^7$, $C(O)NR^7R^7$, $NR^7C(O)R^7$, $NR^7C(O)OR^7$, halogen, cyano, and nitro;

~~(ii) naphthyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R^7 , OR^7 , NR^7R^7 , $C(O)R^7$, $C(O)OR^7$, $C(O)NR^7R^7$, $NR^7C(O)R^7$, $NR^7C(O)OR^7$, halogen, cyano, and nitro;~~

~~(iii) pyridinyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R^7 , OR^7 , NR^7R^7 , $C(O)R^7$, $C(O)OR^7$, $C(O)NR^7R^7$, $NR^7C(O)R^7$, $NR^7C(O)OR^7$, halogen, cyano, and nitro; and~~

~~(iv) quinolinyl or isoquinolinyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R^7 , OR^7 , NR^7R^7 , $C(O)R^7$, $C(O)OR^7$, $C(O)NR^7R^7$, $NR^7C(O)R^7$, $NR^7C(O)OR^7$, halogen, cyano, and nitro;~~

each R^7 [[,]] and R^7 [[, R_z]] is independently

(a) hydrogen,

(b) C_1 - C_6 linear, branched, or cyclic alkyl, optionally substituted with 1-3 substituents independently selected from the group consisting of C_1 - C_5 linear or branched alkyl, up to perhalo substituted C_1 - C_5 linear or branched alkyl, C_1 - C_3 alkoxy, and hydroxy and halogen;
or

(c) C_1 - C_6 linear or branched, alkoxy, optionally substituted with 1-3 substituents independently selected from the group consisting of C_1 - C_5 linear or branched alkyl, up to perhalo substituted C_1 - C_5 linear or branched alkyl, C_1 - C_3 alkoxy, hydroxy and halogen;

~~(d) phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of C_1 - C_5 linear or branched alkyl, up to perhalo substituted C_1 - C_5 linear or branched alkyl, C_1 - C_3 alkoxy, hydroxy and halogen;~~

~~(e) 5-6 membered monocyclic heteroaryl having 1-4 heteroatoms selected from the group consisting of O, N and S or 8-10 membered bicyclic heteroaryl having 1-6 heteroatoms selected from the group consisting of O, N and S, optionally substituted with 1-3 substituents independently selected from the group consisting of C_1 - C_5 linear or branched alkyl, up to perhalo substituted C_1 - C_5 linear or branched alkyl, C_1 - C_3 alkoxy, hydroxy and halogen;~~

~~(f) C_1 - C_3 alkyl phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of C_1 - C_5 linear or branched alkyl, up to perhalo substituted C_1 - C_5 linear or branched alkyl, C_1 - C_3 alkoxy, hydroxy and halogen; and~~

~~(g) up to per halo substituted C₁-C₅ linear, branched or cyclic alkyl, and where not per halo substituted, optionally substituted with 1-3 substituents independently selected from the group consisting of C₁-C₅ linear or branched alkyl, up to per halo substituted C₁-C₅ linear or branched alkyl, C₁-C₃ alkoxy and hydroxy~~

2. (Canceled)

3. (Previously Presented) A compound as in claim 1 wherein M is oxygen one or more bridging groups selected from the group consisting of

~~O, S, N(R⁷), C(O), CH(OH), (CH₂)O, (CH₂)S, (CH₂)N(R⁷), O(CH₂), CHF, CF₂, S(CH₂) and N(R⁷)(CH₂), C(O)CH₂, CH₂OC(O), C(O)OCH₂, C(O)N(R⁷)CH₂, N(R⁷)C(O)CH₂, N(R⁷)C(O)OCH₂, where R⁷ is as defined in claim 1.~~

4. (Currently Amended) A compound as in claim 1 wherein the cyclic structures of B and L bound directly to D are ~~not~~ substituted in the ortho position by -OH hydrogen.

5. (Canceled)

6. (Currently Amended) A compound of claim 1 wherein B of Formula I is

(i) phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R⁷, OR⁷, NR⁷R^{7z}, C(O)R⁷, C(O)OR⁷, C(O)NR⁷R^{7z}, NR⁷C(O)R^{7z}, NR⁷C(O)OR^{7z} halogen, cyano, and nitro; or

(ii) ~~pyridinyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R⁷, OR⁷, NR⁷R^{7z}, C(O)R⁷, C(O)OR⁷, C(O)NR⁷R^{7z}, NR⁷C(O)R^{7z}, NR⁷C(O)OR^{7z}, halogen, cyano, and nitro.~~

7. (Currently Amended) A compound of claim 1 wherein B of Formula I is phenyl, substituted with 1-3 substituents independently selected from the group consisting of halogen nitro; or

C₁-C₁₀ alkyl,

C₁-C₁₀ alkoxy,

~~C₃-C₁₀-cycloalkyl;~~

~~C₆-aryl;~~

~~C₃-C₁₂-hetaryl having 1-3 heteroatoms selected from O, N and S;~~

substituted C₁-C₁₀ alkyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per halo, and ~~OR⁷~~, where R⁷ is H or C₁₋₁₀-alkyl; or

substituted C₁-C₁₀ alkoxy, substituted by one or more substituents independently selected from the group consisting of halogen, up to per halo, and ~~OR⁷~~, where R⁷ is H or C₁₋₁₀-alkyl;

~~substituted C₃-C₁₀-cycloalkyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per halo, and ~~OR⁷~~, where R⁷ is H or C₁₋₁₀-alkyl;~~

~~substituted C₆-aryl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per halo, and ~~OR⁷~~, where R⁷ is H or C₁₋₁₀-alkyl;~~

~~substituted C₃-C₁₂-hetaryl having 1-3 heteroatoms selected from O, N and S, substituted by one or more substituents independently selected from the group consisting of halogen, up to per halo, and ~~OR⁷~~ where R⁷ is H or C₁₋₁₀-alkyl;~~

~~-CN; ~~OR⁷~~; CO₂R⁷; CO(NR⁷R⁷); C(O)R⁷; NO₂; NR⁷R⁷; NR⁷C(O)OR⁷; NR⁷C(O)R⁷;~~
wherein R⁷ is hydrogen or C₁₋₁₀-alkyl.

8. **(Currently Amended)** A compound of claim 6 wherein B of Formula I is phenyl, substituted 1 to 3 times by 1 or more substituents selected from the group consisting of ~~-CN~~, halogen, C₁-C₆ alkyl, C₁-C₆ alkoxy, ~~-OH~~, up to per halo substituted C₁-C₆ alkyl, or up to per halo substituted C₁-C₆ alkoxy ~~or phenyl substituted by halogen up to per halo.~~

9. **(Currently Amended)** A compound of claim 1, wherein L is phenyl, optionally substituted by halogen up to perhalo ~~and W_n, where n and W are as defined in claim 1.~~

10. **(Previously Presented)** A compound of claim 8, wherein L is
- (i) phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of halogen, C₁-C₆ alkyl, C₁-C₆ halosubstituted alkyl and C₁-C₆ alkoxy.
11. **(Previously Presented)** A compound of claim 1, wherein L¹ is
- (i) phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R⁷, OR⁷, NR⁷R^{7'}, C(O)R⁷, C(O)OR⁷, C(O)NR⁷R^{7'}, NR⁷C(O)R^{7'}, NR⁷C(O)OR^{7'}, halogen, cyano and nitro; or
- (ii) pyridinyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R⁷, OR⁷, NR⁷R^{7'}, C(O)R⁷, C(O)OR⁷, C(O)NR⁷R^{7'}, NR⁷C(O)R^{7'}, NR⁷C(O)OR^{7'}, halogen, cyano and nitro.
12. **(Previously Presented)** A compound of claim 1, wherein L¹ is phenyl or pyridinyl.
13. **(Previously Presented)** A compound of claim 7, wherein L¹ is phenyl or pyridinyl.
14. **(Previously Presented)** A compound of claim 6, wherein L¹ is phenyl or pyridinyl.
15. **(Previously Presented)** A compound of claim 8, wherein L¹ is phenyl or pyridinyl.
16. **(Previously Presented)** A compound of claim 9, wherein L¹ is phenyl or pyridinyl.
17. **(Previously Presented)** A compound of claim 10, wherein L¹ is phenyl or pyridinyl.

18. (Currently Amended) A compound of claim 14, wherein M is -O- selected from the group consisting of ~~O~~ or ~~S~~.

19. (Currently Amended) A compound of claim 15, wherein M is -O- selected from the group consisting of ~~O~~ or ~~S~~.

20. (Currently Amended) A compound of claim 16, wherein M is -O- selected from the group consisting of ~~O~~ or ~~S~~.

21. (Currently Amended) A compound of claim 17, wherein M is -O- selected from the group consisting of ~~O~~ or ~~S~~.

22. (Previously Presented) A compound of claim 12 wherein L¹ is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C₁-C₁₀ alkyl, up to per halo substituted C₁-C₁₀ alkyl, -CN, -OH, halogen, C₁-C₁₀ alkoxy and up to per halo substituted C₁-C₁₀ alkoxy.

23. (Previously Presented) A compound of claim 14 wherein L¹ is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C₁-C₁₀ alkyl, up to per halo substituted C₁-C₁₀ alkyl, -CN, -OH, halogen, C₁-C₁₀ alkoxy and up to per halo substituted C₁-C₁₀ alkoxy.

24. (Previously Presented) A compound of claim 15 wherein L¹ is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C₁-C₁₀ alkyl, up to per halo substituted C₁-C₁₀ alkyl, -CN, -OH, halogen, C₁-C₁₀ alkoxy and up to per halo substituted C₁-C₁₀ alkoxy.

25. (Previously Presented) A compound of claim 16 wherein L¹ is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C₁-C₁₀ alkyl, up to per halo substituted C₁-C₁₀ alkyl, -CN, -OH, halogen, C₁-C₁₀ alkoxy and up to per halo substituted C₁-C₁₀ alkoxy.

26. (Previously Presented) A compound of claim 17 wherein L^1 is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C_1 - C_{10} alkyl, up to per halo substituted C_1 - C_{10} alkyl, -CN, -OH, halogen, C_1 - C_{10} alkoxy and up to per halo substituted C_1 - C_{10} alkoxy.

27. (Original) A compound of claim 21 wherein L^1 is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C_1 - C_{10} alkyl, up to per halo substituted C_1 - C_{10} alkyl, -CN, -OH, halogen, C_1 - C_{10} alkoxy and up to per halo substituted C_1 - C_{10} alkoxy.

28.-32. (Canceled)

33. (Currently Amended) A compound of claim 13 wherein L^1 is substituted by -C(O) R_x , wherein R_x is NR_aR_b , and R_a and R_b are independently hydrogen or C_1 - C_6 alkyl[[,]] ~~C_1 - C_6 alkyl or C_1 - C_6 alkoxy.~~

34. (Currently Amended) A compound of claim 14 wherein L^1 is substituted by -C(O) R_x , wherein R_x is NR_aR_b and R_a and R_b are independently hydrogen or C_1 - C_6 alkyl[[,]] ~~C_1 - C_6 alkyl or C_1 - C_6 alkoxy.~~

35. (Currently Amended) A compound of claim 15 wherein L^1 is substituted by -C(O) R_x , wherein R_x is NR_aR_b and R_a and R_b are independently hydrogen or C_1 - C_6 alkyl[[,]] ~~C_1 - C_6 alkyl or C_1 - C_6 alkoxy.~~

36. (Currently Amended) A compound of claim 16 wherein L^1 is substituted by -C(O) R_x , wherein R_x is NR_aR_b and R_a and R_b are independently hydrogen or C_1 - C_6 alkyl[[,]] ~~C_1 - C_6 alkyl or C_1 - C_6 alkoxy.~~

37. (Currently Amended) A compound of claim 17 wherein L^1 is substituted by -C(O) R_x , wherein R_x is NR_aR_b and R_a and R_b are independently hydrogen or C_1 - C_6 alkyl[[,]] ~~C_1 - C_6 alkyl or C_1 - C_6 alkoxy.~~

38. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is -NH-C(O)-NH-

A is of the formula: -L-M-L¹, wherein

L is

(i) phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of C₁-C₅ linear or branched alkyl, C₁-C₅ linear or branched haloalkyl up to perhalo, C₁-C₃ alkoxy, C₁-C₃ haloalkoxy up to per haloalkoxy, hydroxy, amino, C₁-C₃ alkylamino, C₁-C₆ dialkylamino, halogen, cyano, and nitro;

~~L¹ is selected from a comprises a substituted cyclic moiety selected from the group consisting of:~~

~~(i) phenyl, substituted by -C(O)R_x, and optionally substituted by 1-3 substituents which are independently methyl or halogen; or~~

~~(ii) pyridinyl, substituted by -C(O)R_x, and optionally substituted with 1-3 substituents which are independently methyl or halogen;~~

~~wherein L¹ is substituted by -C(O)R_x;~~

wherein R_x is R_z or NR_aR_b and R_a and R_b are independently hydrogen,

C₁-C₁₀ alkyl,

C₆ aryl,

hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl,

quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl,

benzoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, C₃₋₁₂

~~hetaryl having 1-3 heteroatoms selected from O, N and S,~~

substituted C₁₋₁₀ alkyl,

substituted C₃₋₁₀ cycloalkyl, having 0-3 heteroatoms selected from N, S and O,

substituted C₆ aryl, or

substituted hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, ~~C₃₋₁₂-hetaryl having 1-3 heteroatoms selected from N, S and O,~~

where R_a and R_b are a substituted group, they are substituted by halogen up to per halo. and

M is selected from the group consisting of oxygen and sulfur

~~O, S, NHC(O) and C(O)NH,~~

and

B is selected from the group consisting of:

(i) phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R⁷, OR⁷, NR⁷R^{7z}, C(O)R⁷, C(O)OR⁷, C(O)NR⁷R^{7z}, NR⁷C(O)R^{7z}, NR⁷C(O)OR^{7z} halogen, cyano, and nitro;

~~(ii) pyridyl, optionally substituted with 1-3 substituents independently selected from the group consisting of R⁷, OR⁷, NR⁷R^{7z}, C(O)R⁷, C(O)OR⁷, C(O)NR⁷R^{7z}, NR⁷C(O)R^{7z}, NR⁷C(O)OR^{7z}, halogen, cyano, and nitro; and~~

each R⁷ and R^{7z}, R^{7z}, R_x and R_f is independently

(a) hydrogen,

(b) C₁-C₆ linear, branched, or cyclic alkyl, optionally substituted with 1-3 substituents independently selected from the group consisting of C₁-C₅ linear or branched alkyl, up to perhalo substituted C₁-C₅ linear or branched alkyl, C₁-C₃ alkoxy, ~~and hydroxy~~ and halogen;
or

(c) C₁-C₆ linear or branched, alkoxy, optionally substituted with 1-3 substituents independently selected from the group consisting of C₁-C₅ linear or branched alkyl, up to perhalo substituted C₁-C₅ linear or branched alkyl, C₁-C₃ alkoxy, hydroxy and halogen[[;]]

~~(d) phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of C₁-C₅ linear or branched alkyl, up to perhalo substituted C₁-C₅ linear or branched alkyl, C₁-C₃ alkoxy, hydroxy and halogen;~~

~~(e) — 5-6 membered monocyclic heteroaryl having 1-4 heteroatoms selected from the group consisting of O, N and S or 8-10 membered bicyclic heteroaryl having 1-6 heteroatoms selected from the group consisting of O, N and S, optionally substituted with 1-3 substituents independently selected from the group consisting of C₁-C₅ linear or branched alkyl, up to perhalo-substituted C₁-C₅ linear or branched alkyl, C₁-C₃ alkoxy, hydroxy and halogen,~~

~~(f) — C₁-C₃ alkyl phenyl, optionally substituted with 1-3 substituents independently selected from the group consisting of C₁-C₅ linear or branched alkyl, up to perhalo-substituted C₁-C₅ linear or branched alkyl, C₁-C₃ alkoxy, hydroxy and halogen; and~~

~~(g) — up to per halo substituted C₁-C₅ linear, branched or cyclic alkyl, and where not per halo substituted, optionally substituted with 1-3 substituents independently selected from the group consisting of C₁-C₅ linear or branched alkyl, up to perhalo substituted C₁-C₅ linear or branched alkyl, C₁-C₃ alkoxy and hydroxy.~~

39. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is -NH-C(O)-NH-,

A is of the formula:



L is phenyl,

M is -O-,

L¹ is pyridinyl substituted by -C(O)R_x

wherein R_x is NR_aR_b and R_a and R_b are independently

hydrogen,

C₁-C₁₀ alkyl,

~~C₁-C₁₀ alkoxy,~~

C₃₋₁₀ cycloalkyl,

C₆ aryl,

hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, -C₃₋₁₂
~~hetaryl having 1-3 heteroatoms selected from O, N and S,~~

substituted C₁₋₁₀ alkyl,

~~substituted C₁₋₁₀ alkoxy,~~

substituted C₃₋₁₀ cycloalkyl, having 0-3 heteroatoms selected from N, S and O,

substituted C₆ aryl, or

substituted hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, -C₃₋₁₂~~hetaryl having 1-3 heteroatoms selected from N, S and O,~~

where R_a and R_b are a substituted group, they are substituted by

halogen up to per halo, and

B is a phenyl group substituted by trifluoromethyl or tert-butyl, and optionally additional substituents selected from the group consisting of ~~hydrogen~~ halogen up to per halo, and W where n is 0-3, and each W is independently selected from the group consisting of

C_{1-C10} alkyl,

C_{1-C10} alkoxy,

C_{3-C10} cycloalkyl,

C₆ aryl,

hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl and pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, -C₃₋₁₂~~hetaryl having 1-3 heteroatoms selected from O, N and S,~~

substituted C_{1-C10} alkyl, substituted by one or more substituents independently selected from the group consisting of -OR⁷ and halogen up to per halo, wherein R⁷ is hydrogen or C_{1-C10} alkyl; and

substituted C₁-C₁₀ alkoxy, substituted by one or more substituents independently selected from the group consisting of -OR⁷ and halogen up to per halo, wherein R⁷ is hydrogen or C₁-C₁₀ alkyl;

substituted C₃-C₁₀ cycloalkyl, substituted by one or more substituents independently selected from the group consisting of -OR⁷ and halogen up to per halo, wherein R⁷ is hydrogen or C₁-C₁₀ alkyl;

substituted C₆ aryl, substituted by one or more substituents independently selected from the group consisting of -OR⁷ and halogen up to per halo, wherein R⁷ is hydrogen or C₁-C₁₀ alkyl;

substituted hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, ~~C₃₋₁₂ hetaryl having 1-3 heteroatoms selected from O, N and S,~~ substituted by one or more substituents independently selected from the group consisting of -OR⁷ and halogen up to per halo, wherein R⁷ is hydrogen or C₁-C₁₀ alkyl;

-CN,

-CO₂R⁷,

-C(O)NR⁷R⁷,

-C(O)R⁷,

-NO₂,

-OR⁷,

-NR⁷R⁷

-NR⁷C(O)OR⁷ and

-NR⁷C(O)R⁷, wherein R⁷ is hydrogen, or C₁-C₁₀ alkyl.

40. **(Currently Amended)** A compound as in claim 38 wherein the cyclic structures of B and L bound directly to D are ~~not~~ substituted in the ortho position by hydrogen -OH.

41. **(Canceled)**

42. (Currently Amended) A compound as in claim 39 wherein the cyclic structures of B and L bound directly to D are ~~not~~ substituted in the ortho position by hydrogen -OH.

43. (Canceled)

44. (Previously Presented) A compound as in claim 38 wherein substituents for B, are selected from the group consisting of C₁-C₆ alkyl up to per halo substituted C₁-C₆ alkyl, CN, OH, halogen, C₁-C₆ alkoxy and up to per halo substituted C₁-C₆ alkoxy.

45. (Currently Amended) A compound as in claim 39 wherein the optional substituents for B are selected from the group consisting of C₁-C₆ alkyl up to per halo substituted C₁-C₆ alkyl, CN, OH, ~~halogen~~, C₁-C₆ alkoxy and up to per halo substituted C₁-C₆ alkoxy and halogen.

46.-49. (Canceled)

50. (Previously Presented) A pharmaceutically acceptable salt of a compound of formula I of claim 1 which is

a) a basic salt of an organic acid or inorganic acid which is hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluoromethanesulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, or mandelic acid; or

b) an acid salt of an organic or inorganic base containing an alkali metal cation, an alkaline earth metal cation, an ammonium cation, an aliphatic substituted ammonium cation or an aromatic substituted ammonium cation.

51. (Currently Amended) A [[a]] pharmaceutically acceptable salt of a compound of claim 61 which is selected from the group consisting of

a) a basic salt of an organic acid or inorganic acid which is hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluoromethanesulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, or mandelic acid; or

b) an acid salt of an organic or inorganic base containing an alkali metal cation, an alkaline earth metal cation, an ammonium cation, an aliphatic substituted ammonium cation or an aromatic substituted ammonium cation.

52. (Canceled)

53. (Previously Presented) A pharmaceutically acceptable salt of a compound of claim 38 which is

a) a basic salt of an organic acid or inorganic acid which is hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluoromethanesulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, or mandelic acid; or

b) an acid salt of an organic or inorganic base containing an alkali metal cation, an alkaline earth metal cation, an ammonium cation, an aliphatic substituted ammonium cation or an aromatic substituted ammonium cation.

54. (Previously Presented) A pharmaceutically acceptable salt of a compound of claim 39 which is

a) a basic salt of an organic acid or inorganic acid which is hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluoromethanesulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, or mandelic acid; or

b) an acid salt of an organic or inorganic base containing an alkali metal cation, an alkaline earth metal cation, an ammonium cation, an aliphatic substituted ammonium cation or an aromatic substituted ammonium cation.

55. **(Currently Amended)** A pharmaceutical composition ~~for the treatment of a cancerous cell growth mediated by raf kinase comprising~~ a compound of claim 1 or a pharmaceutically acceptable salt of a compound of formula I, and a physiologically acceptable carrier.

56.-57. **(Canceled)**

58. **(Currently Amended)** A pharmaceutical composition comprising a compound of formula I of claim 38 or a pharmaceutically acceptable salt thereof, and a physiologically acceptable carrier of claim 55 ~~wherein the compound of formula I is that defined in claim 38.~~

59. **(Currently Amended)** A pharmaceutical composition comprising a compound of formula I of claim 39 or a pharmaceutically acceptable salt thereof, and a physiologically acceptable carrier of claim 55 ~~wherein the compound of formula I is that defined in claim 38.~~

60. **(Canceled)**

61. **(Original)** A compound selected from the group consisting of the 3-*tert* butyl phenyl ureas:

N-(3-*tert*-butylphenyl)-*N'*-(4-(3-(*N*-methylcarbamoyl)phenoxy)phenyl) urea and
N-(3-*tert*-butylphenyl)-*N'*-(4-(4-acetylphenoxy)phenyl) urea;

the 5-*tert*-butyl-2-methoxyphenyl ureas:

~~*N*-(5-*tert*-butyl-2-methoxyphenyl)-*N'*-(4-(1,3-dioxoisoindolin-5-ylloxy)phenyl) urea,~~
N-(5-*tert*-butyl-2-methoxyphenyl)-*N'*-(4-(1-oxoisoindolin-5-ylloxy)phenyl) urea,

N-(5-*tert*-butyl-2-methoxyphenyl)-*N'*-(4-(4-methoxy-3-(*N*-methylcarbamoyl)phenoxy)phenyl) urea and

N-(5-*tert*-butyl-2-methoxyphenyl)-*N'*-(4-(3-(*N*-methylcarbamoyl)phenoxy)phenyl) urea;

the 2-methoxy-5-trifluoromethylphenyl ureas:

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(3-(2-carbamoyl-4-pyridyloxy)phenyl) urea,

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(4-(2-carbamoyl-4-pyridyloxy)phenyl) urea,

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridylthio)phenyl) urea,

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(2-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea and

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(3-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea;

the 4-chloro-3-(trifluoromethyl)phenyl ureas:

N-(4-chloro-3-(trifluoromethyl)phenyl)-*N'*-(3-(2-carbamoyl-4-pyridyloxy)phenyl) urea,

N-(4-chloro-3-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(4-chloro-3-(trifluoromethyl)phenyl)-*N'*-(4-(2-carbamoyl-4-pyridyloxy)phenyl) urea and

N-(4-chloro-3-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea.

the 4-bromo-3-(trifluoromethyl)phenyl ureas:

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridylthio)phenyl) urea,

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(2-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea and

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(3-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea; and

the 2-methoxy-4-chloro-5-(trifluoromethyl)phenyl ureas:

N-(2-methoxy-4-chloro-5-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(2-methoxy-4-chloro-5-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(2-methoxy-4-chloro-5-(trifluoromethyl)phenyl)-*N'*-(2-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea and

N-(2-methoxy-4-chloro-5-(trifluoromethyl)phenyl)-*N'*-(3-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea

or a pharmaceutically acceptable salt thereof.

62. (Original) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of Formula I of claim 1.

63. (Canceled)

64. (Original) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of Formula I of claim 38.

65. (Original) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of Formula I of claim 39.

66. (Canceled)

67. (Currently Amended) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising ~~administrating~~ administering a compound selected from the group consisting of

the 3-*tert*-butyl phenyl ureas:

N-(3-*tert*-butylphenyl)-*N'*-(4-(3-(*N*-methylcarbamoyl)phenoxy)phenyl) urea and
N-(3-*tert*-butylphenyl)-*N'*-(4-(4-acetylphenoxy)phenyl) urea;

the 5-*tert*-butyl-2-methoxyphenyl ureas:

N-(5-*tert*-butyl-2-methoxyphenyl)-*N'*-(4-(1,3-dioxoisindolin-5-ylloxy)phenyl) urea,
N-(5-*tert*-butyl-2-methoxyphenyl)-*N'*-(4-(1-oxoisindolin-5-ylloxy)phenyl) urea,
N-(5-*tert*-butyl-2-methoxyphenyl)-*N'*-(4-(4-methoxy-3-(*N*-methylcarbamoyl)phenoxy)phenyl) urea and
N-(5-*tert*-butyl-2-methoxyphenyl)-*N'*-(4-(3-(*N*-methylcarbamoyl)phenoxy)phenyl) urea;

the 2-methoxy-5-(trifluoromethyl)phenyl ureas:

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(3-(2-carbamoyl-4-pyridyloxy)phenyl) urea,
N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,
N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(4-(2-carbamoyl-4-pyridyloxy)phenyl) urea,
N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,
N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridylthio)phenyl) urea,

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(2-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea and

N-(2-methoxy-5-(trifluoromethyl)phenyl)-*N'*-(3-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea;

the 4-chloro-3-(trifluoromethyl)phenyl ureas:

N-(4-chloro-3-(trifluoromethyl)phenyl)-*N'*-(3-(2-carbamoyl-4-pyridyloxy)phenyl) urea,

N-(4-chloro-3-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(4-chloro-3-(trifluoromethyl)phenyl)-*N'*-(4-(2-carbamoyl-4-pyridyloxy)phenyl) urea and
N-(4-chloro-3-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea;

the 4-bromo-3-(trifluoromethyl)phenyl ureas:

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridylthio)phenyl) urea,

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(2-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea and

N-(4-bromo-3-(trifluoromethyl)phenyl)-*N'*-(3-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea; and

the 2-methoxy-4-chloro-5-(trifluoromethyl)phenyl ureas:

N-(2-methoxy-4-chloro-5-(trifluoromethyl)phenyl)-*N'*-(3-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(2-methoxy-4-chloro-5-(trifluoromethyl)phenyl)-*N'*-(4-(2-(*N*-methylcarbamoyl)-4-pyridyloxy)phenyl) urea,

N-(2-methoxy-4-chloro-5-(trifluoromethyl)phenyl)-*N'*-(2-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea and

N-(2-methoxy-4-chloro-5-(trifluoromethyl)phenyl)-*N'*-(3-chloro-4-(2-(*N*-methylcarbamoyl)(4-pyridyloxy))phenyl) urea;

or a pharmaceutically acceptable salt thereof.

68. (Previously Presented) A compound of claim 1 wherein the optional substituents on L¹ are selected from the group consisting of methyl, trifluoromethyl, methoxy, Cl and F.

69. (Previously Presented) A compound of claim 1 wherein the optional substituents of B and L are independently selected from the group consisting of methyl, trifluoromethyl, ethyl, n-propyl, n-butyl, n-pentyl, *tert*-butyl, *sec*-butyl, isobutyl, methoxy, ethoxy, propoxy, Cl, and F.

70. (Previously Presented) A pharmaceutical composition for the treatment of a cancerous cell growth comprising a compound of formula I of claim 1 or a pharmaceutically acceptable salt of a compound of formula I and a physiologically acceptable carrier.

71. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is -NH-C(O)-NH-,

A is a substituted moiety of the formula:



wherein L is selected from the group consisting of:

(i) phenyl, optionally substituted with substituents independently selected from the group consisting of halogen, C₁-C₅ alkyl, C₁-C₅ alkyl substituted by halogen and C₁-C₅ alkoxy;

or

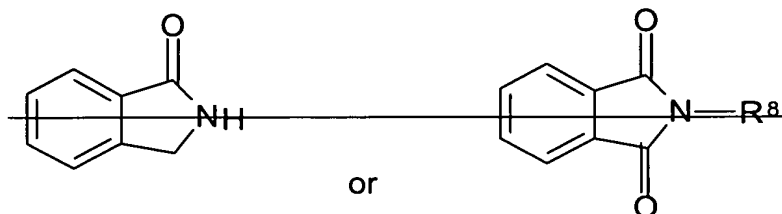
(ii) ~~pyridinyl optionally substituted with substituents selected from the group consisting of halogen, C₁-C₅ alkyl, C₁-C₅ alkyl substituted by halogen and C₁-C₅ alkoxy;~~

L¹ comprises a substituted cyclic moiety selected from the group consisting of:

(i) phenyl, substituted with ~~a substituent selected from the group consisting of C(O)R^e and -C(O)NR^aR^b~~ and optionally substituted with one or two substituents selected from the group consisting of R⁷, OR⁷ and halogen wherein R⁷ is hydrogen, C₁-C₅ alkyl or C₁-C₅ alkyl substituted by halogen, and

(ii) ~~pyridinyl, substituted with a substituent selected from the group consisting of C(O)R^e and -C(O)NR^aR^b~~ and optionally substituted with one or two substituents selected from the group consisting of R⁷, OR⁷ and halogen, wherein R⁷ is hydrogen, C₁-C₅ alkyl or C₁-C₅ alkyl substituted by halogen,

or (iii)



R^8 is hydrogen or C_1 - C_5 alkyl,

R^e is a) — hydrogen

b) — C_1 - C_5 alkyl, optionally substituted by halogen, hydroxy or C_1 - C_3 alkoxy,

c) — phenyl, optionally substituted by halogen, hydroxy, C_1 - C_5 alkyl, C_1 - C_3 alkoxy or CF_3

d) — pyridinyl, optionally substituted by halogen, hydroxy, C_1 - C_5 alkyl, C_1 - C_4 alkoxy or CF_3 ;

e) — piperiazinyl, optionally substituted by halogen, hydroxy, C_1 - C_5 alkyl, C_1 - C_4 alkoxy, CF_3 or phenyl, optionally substituted by halogen, $C(O)CH_3$;

wherein R^a and R^b independently are

a) hydrogen,

b) C_1 - C_5 alkyl, optionally substituted by CF_3 , morpholinyl, C_1 - C_3 alkoxy, piperidinyl, furyl, C_1 - C_3 alkylpyrrolidinyl, NH (phenyl), hydroxy, halogen, $-OSi(C_1-C_5$ alkyl) $_3$ or di (C_1 - C_4 alkyl)amino,

c) — phenyl, optionally substituted by halogen, di(C_1 - C_4 alkyl)amino, morpholinyl, piperazine(phenyl), optionally substituted by halogen or $C(O)CH_3$; piperazine(pyridyl), hydroxy, C_1 - C_5 alkyl, CF_3 , C_1 - C_3 alkoxy or NH (phenyl),

d) — pyridinyl, optionally substituted by C_1 - C_4 alkoxy, piperazine(phenyl), optionally substituted by halogen or $C(O)CH_3$, piperazine(pyridyl), hydroxy, halogen, C_1 - C_5 alkyl, CF_3 , di(C_1 - C_4 alkyl)amino, morpholinyl, or NH (phenyl),

M is oxygen or sulfur one or two bridging groups selected from the group consisting of $-O-$, $S-$, $C(O)-$, $NH-$, CH_2- , $CH(OH)-$, CHX^a- and CX^a_2- , where X^a is halogen;

B is selected from the group consisting of:

(i) phenyl, substituted by tert-butyl or trifluoromethyl and optionally substituted with additional substituents independently selected from the group consisting of

- a) halogen;
- b) C₁-C₅ alkyl, optionally substituted by halogen or -OR⁷ wherein R⁷ is hydrogen or C₁-C₅ alkyl;
- c) C₁-C₄ alkoxy, optionally substituted by halogen;
- d) phenyl or -O-phenyl, optionally substituted by -C(O)NHCH₃, C₁-C₅ alkyl, halogen or -OR⁷ wherein R⁷ is hydrogen or C₁-C₅ alkyl; or
- e) pyrrolyl or pyridinyl, optionally substituted by C₁-C₅ alkyl, halogen or -OR⁷ wherein R⁷ is hydrogen or C₁-C₅ alkyl;

or

~~(ii) naphthylene optionally substituted with substituents independently selected from the group consisting of~~

- ~~a) halogen;~~
- ~~b) C₁-C₅ alkyl, optionally substituted by halogen or -OR⁷ wherein R⁷ is hydrogen or C₁-C₅ alkyl; or~~
- ~~e) C₁-C₄ alkoxy, optionally substituted by halogen.~~

72. **(Currently Amended)** A pharmaceutical composition for the treatment of a cancerous cell growth as in claim ~~70~~ 71 wherein the pharmaceutically acceptable salt is

- a) a basic salt of an organic acid or an inorganic acid which is hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluoromethanesulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, or mandelic acid; or
- b) an acid salt of an organic or inorganic base containing an alkali metal cation, an alkaline earth metal cation, an ammonium cation, an aliphatic substituted ammonium cation or an aromatic substituted ammonium cation.

73. **(Currently Amended)** A compound of the formula



or a pharmaceutically acceptable salt thereof, wherein

D is -NH-C(O)-NH-

B is phenyl substituted by 1-3 substituents,
A is -L-M-L¹, wherein
L is optionally substituted phenyl,
M is -O- or -S-, and
L¹ pyridinyl substituted by $C(\ominus)R^aR^b$ $C(O)NR_aR_b$, wherein R^a R_a and R^b R_a are each independently H, C₁-C₁₀ alkyl or substituted C₁-C₁₀ alkyl.

74. (Currently Amended) A compound as in claim 73 wherein

B is phenyl substituted by tert-butyl or trifluoromethyl and optionally 1-2 additional 1-3 substituents selected from halogen, C₁-C₁₀ alkoxy, C₁-C₁₀ alkyl, and C₁-C₁₀ alkyl substituted by halogen up to per-halo, L is unsubstituted phenyl and R^a R_a and R^b R_b are each independently H, C₁-C₁₀ alkyl or substituted C₁-C₁₀ alkyl substituted by OH, -N(CH₃)₂, morpholino, -OCH, furan, piperidine, pyridine or -OS_i(C₃H₇)₃.

75. (Canceled)

76. (Previously Presented) A pharmaceutical composition for the treatment of a cancerous cell growth comprising a compound of claim 1 or a pharmaceutically acceptable salt of a compound of formula I and a physiologically acceptable carrier.

77. (Previously Presented) A pharmaceutical composition for the treatment of a cancerous cell growth as in claim 76 wherein the pharmaceutically acceptable salt is

a) a basic salt of an organic acid or an inorganic acid which is hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluoromethanesulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, or mandelic acid; or

b) an acid salt of an organic or inorganic base containing an alkali metal cation, an alkaline earth metal cation, an ammonium cation, an aliphatic substituted ammonium cation or an aromatic substituted ammonium cation.

78. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is $-\text{NH}-\text{C}(\text{O})-\text{NH}-$,

A is a substituted moiety of the formula:

$-\text{L}-\text{M}-\text{L}^1$,

wherein

L is ~~phenyl selected from the group consisting of phenyl and pyridinyl;~~

L¹ is selected from the group consisting of phenyl and pyridinyl;

and

M is selected from the group consisting of oxygen and sulfur ~~O, S and NHC(O)-~~;

wherein L¹ is substituted by $-\text{C}(\text{O})\text{NR}_a\text{R}_b$,

wherein $-\text{R}_a$ and $-\text{R}_b$ are independently:

hydrogen,

C₁-C₁₀ alkyl,

C₆-C₁₂ aryl,

hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, ~~C₃₋₁₂ hetaryl having 1-3~~ heteroatoms selected from O, N and S,

substituted C₁₋₁₀ alkyl,

substituted C₆₋₁₂ aryl, and

substituted hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl, isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl, pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl, indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl, benzisothiazolyl, benzoxadiazolyl and quinazolinyl, ~~C₃₋₁₂ hetaryl having 1-3~~ heteroatoms selected from O, N and S,

$-\text{C}_2\text{H}_4\text{OSi}(\text{Pr}-i)_3$,

-phenylpiperazine(pyridyl), and

$-C_2H_4NH(\text{phenyl})$,

where R_a and R_b are a substituted group, they are substituted by

- i) halogen up to per halo,
- ii) hydroxy,
- iii) C_{1-10} alkyl,
- iv) C_{1-10} alkoxy,
- v) $-N(CH_3)_2$ and
- vi) C_{3-12} cycloalkyl, having 1-3 heteroatoms selected from O, N and S, and

B is selected from the group consisting of:

(i) ~~phenyl and naphthyl, and wherein B is optionally substituted with~~
halogen up to perhalo, and optionally substituted with 1-3 substituents independently
selected from the group consisting of

OR^7 ,

C_1-C_{10} alkyl, up to per-halosubstituted C_1-C_{10} alkyl, C_1-C_{10} alkoxy,

phenyl,

hetaryl selected from furyl, thienyl, triazinyl, pyrrolyl, imidazolyl, pyrazolyl,

isothiazolyl, triazolyl, oxazolyl, thiazolyl, isothiazolyl, isoxazolyl, pyridinyl,

pyrimidinyl, benzoxazolyl, quinolinyl, isoquinolinyl, benzofuryl, benzothienyl,

indolyl, benzimidazolyl, benzopyrazolyl, benzisoxazolyl, benzothiazolyl,

benzisothiazolyl, benzoxadiazolyl and quinazolinyl, ~~C_{3-12} hetaryl having 1-3~~

heteroatoms selected from the group consisting of O, N and S,

$-O\text{-phenyl-C(O)NHCH}_3$,

and

2,5-dimethyl pyrrolyl

wherein each R^7 is independently

(a) C_1-C_{10} alkyl,

and

(b) phenyl,

wherein the cyclic structures of B and L bound directly to D are ~~not~~ substituted in the ortho position by hydrogen $-OH$.

79. (New) A compound as in claim 78 wherein B is substituted at least by tert-butyl or trifluoromethyl.

80. (New) A compound of claim 79 wherein L¹ is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C₁-C₁₀ alkyl, up to per halo substituted C₁-C₁₀ alkyl, -CN, -OH, halogen, C₁-C₁₀ alkoxy and up to per halo substituted C₁-C₁₀ alkoxy.

81. (New) A compound of claim 79 wherein R_a and R_b are independently hydrogen or C₁-C₆ alkyl.

82. (New) A pharmaceutical composition for the treatment of a cancerous cell growth comprising a compound of formula I of claim 79 or a pharmaceutically acceptable salt of a compound of formula I of claim 79 and a physiologically acceptable carrier.

83. (New) A pharmaceutical composition for the treatment of a cancerous cell growth as in claim 82 wherein the pharmaceutically acceptable salt is

a) a basic salt of an organic acid or an inorganic acid which is hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluoromethanesulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, or mandelic acid; or

b) an acid salt of an organic or inorganic base containing an alkali metal cation, an alkaline earth metal cation, an ammonium cation, an aliphatic substituted ammonium cation or an aromatic substituted ammonium cation.

84. (New) A method for the treatment of a cancerous cell growth comprising administering an effective amount of a compound of Formula I of claim 79 to a subject in need thereof.

85. (New) A pharmaceutical composition for the treatment of a cancerous cell growth comprising a compound of formula I of claim 39 or a pharmaceutically acceptable salt of a compound of formula I of claim 39 and a physiologically acceptable carrier.

86. (New) A pharmaceutical composition for the treatment of a cancerous cell growth as in claim 85 wherein the pharmaceutically acceptable salt is

a) a basic salt of an organic acid or an inorganic acid which is hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluoromethanesulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, or mandelic acid; or

b) an acid salt of an organic or inorganic base containing an alkali metal cation, an alkaline earth metal cation, an ammonium cation, an aliphatic substituted ammonium cation or an aromatic substituted ammonium cation.

87. (New) A compound of claim 39 wherein the optional substituents of B and L are independently selected from the group consisting of methyl, trifluoromethyl, ethyl, n-propyl, n-butyl, n-pentyl, *tert*-butyl, *sec*-butyl, isobutyl, methoxy, ethoxy, propoxy, Cl, and F.

88. (New) A pharmaceutical composition for the treatment of a cancerous cell growth comprising a compound of claim 61 and a pharmaceutically acceptable carrier.

89. (New) A pharmaceutical composition for the treatment of a cancerous cell growth comprising a pharmaceutically acceptable salt of a compound of claim 61 and a pharmaceutically acceptable carrier.